

RAILCAR, Ltd.
Suite 315
1819 Peachtree Road, N E
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

RECORDATION NO. **17072-B** FILED 1425

JUL 18 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

RAILCAR

July 7, 1994

Interstate Commerce Commission
12th and Constitution Ave., N.W
Washington, D.C. 20423

Attn: Ms. Mildred Lee
Room 2303

Re: Lease Agreement By and Between Railcar, Ltd. and Southern Railway Company

Dear Ms. Lee:

Enclosed herewith are two (2) originally executed and notarized copies of an Amendment to Lease Agreement by and between Railcar, Ltd., as Lessor, a Georgia corporation and Southern Railway Company, a Virginia corporation, as Lessee. The Amendment is for the extension of the original term of the Lease (the previous expiration date was April 30, 1994) for an additional two (2) years beginning May 1, 1994. The Lease is for six (6) 100-ton, 83 Ft. centerbeam bulkhead flatcars bearing the reporting marks and car numbers SOU 118330 to 118335, inclusive.

The original Lease was recorded (#17072-A) on December 4, 1990.

The address of the parties are as follows:

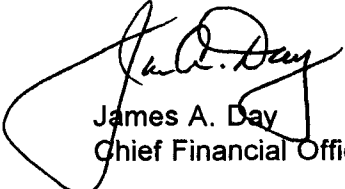
Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309

Southern Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042-0069

RECEIVED
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I would appreciate your recording the enclosed Amendment to Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$ 18.00 is enclosed.

Sincerely,


James A. Day
Chief Financial Officer

JAD/jfh

Enclosures: (2) Original Copies Of Amendment to Lease Agreement
Check

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 20, 1994

JAMES A. DAY
RAILCAR, LTD
1819 PEACHTREE ROAD, N.W.
SUITE 315
ATLANTA GA 30309-1847

Dear MR. DAY:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/18/94 at 3:05PM, and assigned recordation number(s) 17072-B and 18903

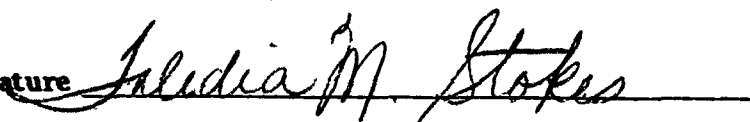
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

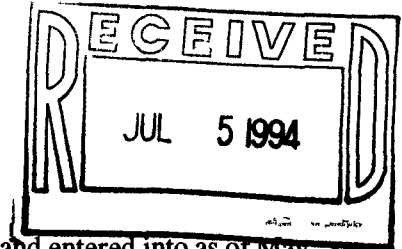
Enclosure(s)

\$ 36.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**MEMORANDUM OF
AMENDMENT TO LEASE AGREEMENT**



1. This Memorandum of Amendment to Lease Agreement is made and entered into as of May 1, 1994, by and between RAILCAR, LTD., a Georgia corporation, and SOUTHERN RAILWAY COMPANY, a Virginia corporation, and is an amendment to the existing Lease Agreement between the parties dated October 1, 1990.

2. Railcar, Ltd. agrees to continue to lease to Southern Railway Company and Southern Railway Company agrees to and hereby lease from Railcar Ltd., the following:

Six (6) 100-ton 83' centerbeam bulkhead flatcars, having AAR Mechanical Designation FBC and bearing the reporting marks SOU 118330 to 118335, inclusive.

3. The addresses of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309-1847

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Southern Railway Company (Lessee)
8 North Jefferson Street
Roanoke, Virginia 24042-0069

INTERSTATE COMMERCE COMMISSION

4. The term of this Memorandum of Amendment to Lease Agreement is two (2) years beginning May 1, 1994. (The previous expiration date of the underlying lease was previously extended from December 31, 1993 to April 30, 1994.)

5. The terms and provisions of this Memorandum of Amendment to Lease Agreement are more particularly set forth in an Amendment to Lease Agreement of even date by and between Southern Railway Company and Railcar, Ltd.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Amendment to Lease Agreement to be executed as of the day and year first above written.

RAILCAR, LTD.
(LESSOR)

By: Wilds L. Pierce
Wilds L. Pierce, President

[CORPORATE SEAL]

SOUTHERN RAILWAY COMPANY
(LESSEE)

By: G. L. Seale

Title: VP-MERCHANDISE MARKETING

[CORPORATE SEAL]

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 5th day of May, 1994, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is President of Railcar, Ltd., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James E. Chandler
Notary Public

Notary Public, Clayton County, Georgia
My Commission Expires July 9, 1996

STATE OF Virginia)
city) ss
COUNTY OF Norfolk)

On this 27th day of June, 1994, before me personally appeared D. W. Seale, to me personally know, who being by me duly sworn, says that he is the Vice President of Southern Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Bylaws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kenneth R. Perry
Notary Public

My Commission Expires: 3-31-95